

## WEST BY NORTHWEST PROJECT

### RFQ Question and Answer Matrix No. 1 (Issued March 11, 2010)

Questions submitted prior to March 8, 2010 at 12 pm eastern

No.	Issue	Section	Question / Comment	GDOT Response
1.	Scope of operations and maintenance	Section 2.3	Please clarify whether or not the operation and maintenance of the GP lanes will also be part of the proposed P3 project scope.	It is not anticipated that the Developer will assume responsibility for the operation and maintenance of the General Purpose Lanes.
2.	Occupancy Policy	Section 2.3	Please clarify how the HOVs will be treated in this project. Will it be a HOV+ 2, 3, 4 free solution, or on the contrary, all vehicles will be subject to tolling?	The Managed Lane System Plan currently recommends an HOT 3+ occupancy policy. The tolling policy will be described in detail in the Request for Proposals.
3.	Design of the road-drawings	Section 2.3	The RFQ documents suggest that the ML is projected to have one lane only for both the I-75 north of the I-575 connection and the I-575 itself. Please confirm whether it will be possible for GDOT to expand the ML up to 2 lanes in that segments of the project, due to safety reasons.	The proposed 1-lane system along I-75 and I-575 will satisfy all nominal safety standards. GDOT will not be including a 2-lane concept on I-75 or I-575 north of the vicinity of the I-75/I-575 interchange at this time due to the ongoing NEPA process.
4.	Environmental status	Section 2.5	Can the environmental documents be amended to consider additional alternatives?	At this point in the ongoing NEPA process, it is GDOT's belief that sufficient alternatives are being considered which will address the project's stated Need and Purpose. Once the Record of Decision is obtained, a re-evaluation of the environmental document will be required either on a routine basis, milestone basis and/or through introduction of project

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				modifications.
5.	Development costs	Section 2.6	What alternative in the environmental documents for the Northwest Corridor Segments were used to estimate the development costs? When were the estimates developed for each segment, and do you anticipate updating estimates?	The current alternative as highlighted in the project procurement documents is the basis for the 2009 project cost estimates. In the future, cost estimates will be updated on an as-needed basis.
6.	Development costs	Section 2.6	Of the 1.1 billion estimated for the Northwest Corridor Segment and the 1.2 billion estimated for the Western Corridor Segment design, construction, right-of-way acquisition and utility relocation, can you split out the expected hard construction cost?	The estimated construction cost for the Northwest Corridor Segment pursuant to the GTP Technical Concept Report is \$948,961,000. The estimated construction cost for the Western Corridor Segment pursuant to the Managed Lane System Plan is \$950,161,000.
7.	Public funding	Section 2.7	If possible, please specify in detail how the public funding will be disbursed. In case of being an upfront grant or subsidy, will it be taxable? Moreover, is there any possibility of assigning a higher public funds amount in case the current project is found as not feasible by the shortlisted proposers in the next stage of the procurement?	The profile of the maximum public funding stream will be defined in the Request for Proposals. Further, it will be the Developer's responsibility to seek its own legal counsel regarding the tax consequences of such public funds amount. GDOT does not anticipate increasing the funding available from public sources.
8.	Public funding	Section 2.7	Has GDOT started any procedure with the TIFIA/PAB Programs in order to know whether a future application, as stated in the RFQ, would be successful? In other words, does GDOT currently know whether those Programs will be available for the financing of the project if a shortlisted proposer complies	GDOT has submitted a Letter of Interest (LOI) to the TIFIA Joint Program Office (JPO) pursuant to the December 3, 2009 Notice of Funding Availability. GDOT has also submitted comments regarding the proposed pilot program and has met with the TIFIA JPO to discuss both its LOI and

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			with all the requirements for this purpose?	<p>comments.</p> <p>GDOT is in the process of developing an application for Private Activity Bonds and expects to submit the application prior to announcement of Shortlisted Proposers.</p>
9.	Funding sources	Section 2.7	GDOT anticipates that \$350 million from public sources will be available for the Northwest Corridor Segment. Is there \$350M secured in GDOT's budget for the project? Do the public funds include Federal sources?	GDOT has committed \$350 million towards the Northwest Corridor Segment. Those funds are being budgeted as appropriate. The public funds amount does include Federal sources.
10.	TIFIA and PABs	Section 2.7	Please explain further the discussion GDOT is having with FHWA and whether any discussions are also underway for PABS. How much in TIFIA loans does GDOT anticipate requesting from FHWA? Will this amount be defined in the RFP?	<p>Please see response to Question No. 8.</p> <p>Further, GDOT anticipates that the Request for Proposals will define the amount of TIFIA loan being requested and the terms and conditions of its availability.</p>
11.	Form of funding contribution	Section 2.7	The Developer requests that they be able to provide input on when and how public funds are delivered.	The profile of the maximum public funding stream will be defined in the Request for Proposals. GDOT anticipates and invites input from Shortlisted Proposers during the industry review period.
12.	Federal requirements	Section 2.10.1	Has GDOT expended federal funds for this Project or does GDOT anticipate using them as part of the public funding? Can GDOT expand on the areas of the RFP that will be affected by federal law and FHWA regulations?	As an interstate corridor, the project has full-oversight by FHWA and is therefore "Federalized". Furthermore, GDOT has utilized Federal funding to date for PE activities and anticipates using Federal dollars to the extent a public funds amount is required. The Request for Proposals will describe the Federal

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				requirements applicable to the Project.
13.	DBEs / local labor	Section 2.10.3	GDOT encourages and promotes the inclusion of DBEs in the consortium/Project development. Could you please specify the % goal before the RFP is released?	Respondents are advised that the DBE percentage goal is subject to change and therefore the DBE percentage goal for the Project cannot be established at this time. However, the current DBE percentage goal on federal-aid projects is 12%. Specific DBE requirements for the Project, including the applicable percentage goal, will be set forth in the final Request for Proposals.
14.	Financial statements	All Forms	<p>Our Financial Statements are prepared in Euros. Kindly specify the exact exchange rate to be used for presenting the values in U.S. Dollars, considering the exchange rate changes along the years, and every FY ends in December 31<sup>st</sup>. Please confirm conversion into dollars using a fixed exchange rate as of February 1<sup>st</sup>, 2010 (as mentioned in the sample form) is correct. If so, kindly indicate us this exchange rate.</p> <p>Also, please confirm whether presenting the main Financial Statements (Balance Sheet and Income Sheet) is enough for satisfying the documentation needs (or if conversion of the FS is required for the three year period).</p>	<p>As described on the Form exchange rates are to be sourced using Bloomberg's FXC with the following field values: Date (02/01/2010), Rate (Spot), Monitor (Last Price), and Source (BGN). Further, it is the Respondent's responsibility to identify the specific exchange rate based on the requirements of the Request for Qualifications.</p> <p>The required financial statements for each of the three most recent fiscal years are those described in Section E.2.1.2(b)(i)-(vi) of Exhibit E of the Request for Qualifications. These financial statements must be provided in United States Dollars, but do not need to be restated in U.S. GAAP. If financial statements are prepared in accordance with principles other than U.S. GAAP, the Statement of Qualifications must include a letter from a certified public accountant</p>

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				of the applicable entity, generally addressing the areas of the financial statement that would be affected by a conversion to U.S. GAAP, and the financial impact thereof.
15.	Financial qualifications	Exhibit D, Form C	In the example for the “Form C”, the column 4 head states that the gearing (D/E ratio) should be informed. Instead, it seems like the percentage of one source of this debt is displayed, and it does not add up to 100%. Please clarify.	<p>GDOT will make the following changes to the example entry:</p> <ul style="list-style-type: none"> <li>• Change the Project Size from 950,000 to 1,000,000;</li> <li>• Change the Gearing percentage from 95% to 75%;</li> <li>• Change the first instance of \$100,000 to \$250,000; and</li> <li>• Change the 50% to 40%.</li> </ul> <p>Further, GDOT will change the first sentence of note (4) from “Show company’s amount of equity investment in United States Dollars as a shareholder” to “Show in United States Dollars the total of private shareholders’ equity investments for the listed project”.</p> <p>An addendum to the Request for Qualifications will be issued to reflect these changes.</p>
16.	Certification	Exhibit D, Form F	According to Form F, the Respondent is required to provide certain information on litigation relating to the firm, its affiliates, and current officers thereof. As per Form F, the	The underlying purpose of requesting the Respondent and its members to disclose certain information related to litigation is to enable GDOT to be aware of material

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			<p>term affiliate is defined to include: parent company (ies), subsidiaries, organizations under common ownership, joint ventures, partners, and other financially liable parties for that entity.</p> <p>Please provide clarification on the definition of affiliate. If the terms of that definition are interpreted widely, a Respondent, who belongs to a large group of companies, and is co-owner of an ample number of entities, would be required to provide such litigation information relating to companies that are out of the Respondent's control or that are not related to the Respondent, the only link being the common ownership of an entity.</p> <p>The requirement could seriously jeopardize the competition of this public procurement to a point that even could imply that no Respondent will have sufficient information to be able to confirm the behavior of its partners or joint venturers or of any financially liable parties of such entities.</p> <p>Besides, we understand that the fact, for example, that an entity, who co-owns a company with the Respondent, is or has been disqualified or suspended for performing work for a governmental entity, will not impair or affect in any way the capability of the obligation in connection with the Project or with any other project of this kind whatsoever.</p> <p>In summary, the current definition of "affiliate" seems to limit competition and not be in the</p>	<p>issues that may affect the capability of the Respondent and its members to meet their contractual obligations for the Project. As such, it is responsibility of the Respondent and its members to interpret the disclosure requirements of Form F to ensure that such issues are disclosed to GDOT.</p>

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			<p>best interest of neither the public sector, nor the binding companies. Therefore, we would deeply appreciate it if you could please clarify the scope of the following terms included in the definition of “affiliate” in Form F of the RFQ and confirm if our following interpretation of such definition would be acceptable:</p> <p><b>“organizations under common ownership”:</b> Could we reasonably understand that this term relates to those entities that are under common ownership of the firm, and therefore that the information requested relates to litigation of those entities that are co-owned by the firm?</p> <p><b>“joint venturers”:</b> Could we reasonably understand that this term relates to those other entities that belong to the firm’s group of companies with an interest in those partnerships in which the firm has an interest?</p> <p><b>“partners”:</b> Could we reasonably understand that this term relates to those other entities that belong to the firm’s group of companies with an interest in those partnerships in which the firm has an interest?</p> <p><b>“other financially liable parties for that entity”:</b> Could we reasonably understand that this term relates to those firm’s group companies that are directly liable for the financial obligations of the firm?</p>	
17.	Financial submittal requirements	Exhibit E, Section	Please consider removing this requirement as it takes considerable time to prepare this	If 2009 financial statements are not available at the Statement of

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		E.2.1.2(b)(vi)	report and there may not be sufficient time to have ready for 2009 financial statements by the deadline of the RFQ submission.	Qualifications submission deadline, then the most recent 3 fiscal years prior to 2009 will be required for submission.  The Request for Proposals will include provisions requiring Proposers to provide updated financial information.
18.	Financial solutions	N/A	Could you please anticipate whether the RFP will be requesting either a committed or uncommitted financing solution?	The draft Request for Proposals is anticipated to be structured so as to require committed financing. However, the requirements in the final Request for Proposals will reflect GDOT's objectives, market conditions, and arrangements with FHWA.
19.	List of proposing entities	N/A	Is there a list of the proposing entities available at this time? Where and how can this information be obtained?	No. This information will not be known until the Statement of Qualifications submission deadline.